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DECEMBER 28, 2001

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RECORDATION DATE: 10/16/2001

REEL/FRAME: 012261/0087
NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

ZIFF, SUSAN JANETTE

DOC DATE: 09/21/2001

ASSIGNOR:

DAVIDSON, ALLAN L.

DOC DATE: 09/21/2001

ASSIGNEE:

SUCCESES.COM, INC.
CHERTSEY APARTMENT #312
CABLE BEACH, NASSAU, BAHAMAS

SERIAL NUMBER: 09851789

FILING DATE: 05/08/2001
ISSUE DATE:

PATENT NUMBER:

SHARON LATIMER, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
1-31-92

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Susan Janette Ziff and Allan L. Davidson

10/16/01

2. Name and address of receiving party(ies):

Name: Successes.com, Inc.

Street Address:

Chertsey Apartment #312
Cable Beach, Nassau, BahamasAdditional name(s) & address(es) attached? Yes No3. Nature of Conveyance:
[X] Assignment Merger
[] Security Agreement Change of Name

Execution Date: September 21, 2001

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

09/851,789

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Timothy W. Lohse
Internal Address: Gray Cary Ware & Freidenrich LLP
1755 Embarcadero Road
Palo Alto, CA 94303
(650) 320-7426

6. Total number of applications

1

and patents involved:

7. Total fee (37 CFR 3.41) \$ 40.00

 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 07-1896

Please debit any underpayment or credit any overpayment to the above deposit account.

Our Order No. 2100023-991101

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.Timothy W. Lohse (Reg. No. 35,255)
Name of Person Signing

Signature

October 12, 2001

Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

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Gray Cary\EM\7090607.1
2100023-991101

ASSIGNMENT

WHEREAS, Susan Janette Ziff and Allan L. Davidson, have made certain inventions or discoveries (or both) set forth in an Application for Letters Patent of the United States of America entitled CONTENT DEVELOPMENT MANAGEMENT SYSTEM AND METHOD, the specification of which was filed as application serial number 09/851,789 on May 8, 2001;

WHEREAS, Successes.com, Inc., a Delaware corporation, whose address is Chertsey Apartment #312, Cable Beach, Nassau, Bahamas, and who, together with its successors and assigns is hereinafter called "Assignee", is desirous of acquiring the entire right, title, and interest together with the benefits and privileges hereinafter recited;

NOW, THEREFORE, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservation;

1. Assign, transfer and convey to Assignee the entire right, title and interest together with the benefits and privileges in and to said inventions and discoveries, said Application for Letters Patent or similar forms of protection of the United States of America, and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation and convention applications based in whole or in part upon said inventions or discoveries, or upon said application, and any and all Letters Patent, reissues and extensions of Letters Patent or similar forms of protection granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications and said Letters Patent;
2. Authorize Assignee to file patent applications in any or all countries or groups of countries on any or all of said inventions and discoveries in our name or in the name of Assignee or otherwise as Assignee may deem advisable, under the International Convention or any other relevant convention or treaty or otherwise;
3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as Assignee of the entire right, title and interest therein or otherwise as Assignee may direct;
4. Warrant that we have not knowingly conveyed to others any rights in said inventions, discoveries, applications or patents or any license to use the same or to make, use or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to Assignee without encumbrance;
5. Bind our heirs, legal representatives and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonable serving to assure that said inventions and discoveries, said patent applications and said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same

could have been held and enjoyed by us, our heirs, legal representatives and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; and to furnish Assignee with any and all documents, photographs, models, samples and other physical exhibits in our control or in the control of my heirs, legal representatives or assigns which may be useful for establishing any facts of our conceptions, disclosures, and reduction to practice of said inventions or discoveries.

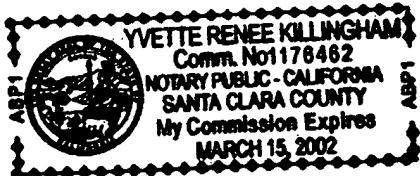
IN WITNESS WHEREOF:

Susan Janette Ziff

STATE OF CALIFORNIA)
COUNTY OF *Santa Clara*) SS.

On September 21, 2001 before me, Notary Public, Notary Public, Notary Public, personally appeared Susan Janette Ziff, personally known or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed in the within instrument and acknowledged to me that ~~he~~ she executed the same in ~~his~~ her authorized capacity and that by ~~his~~ her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Notary Public

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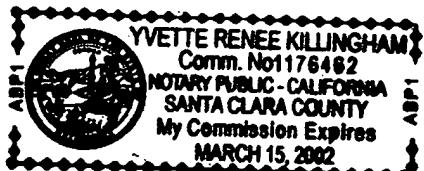
IN WITNESS WHEREOF:

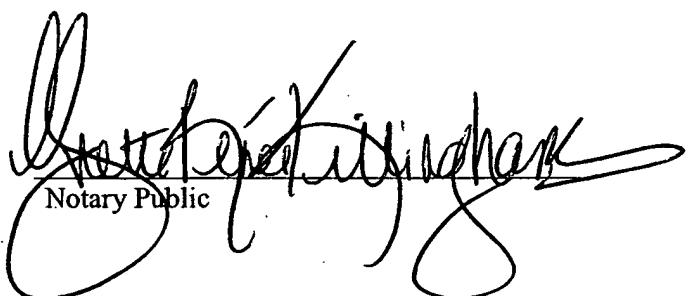

Allan L. Davidson

STATE OF CALIFORNIA)
COUNTY OF Santa Clara) ss.

On September 21, 2001 before me, Yvette Renee Killingham, Notary Public, personally appeared Allan L. Davidson, personally known or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed in the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.




Yvette Renee Killingham
Notary Public

DECLARATION AND POWER OF ATTORNEY

DECLARATION:

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe, I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

CONTENT DEVELOPMENT MANAGEMENT SYSTEM AND METHOD

the specification of which (check only one item below):

is attached hereto.

was filed as United States Application
Serial No. 09/851,789 on May 8, 2001
and was amended on _____ (if applicable).

was filed as PCT international application
Number _____ on
and was amended under PCT Article 19
on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate or of any PCT international application(s) designating at least one country other than the United States of America listed below and have also identified below any foreign application(s) for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) on which priority is claimed:

PRIOR FOREIGN/PCT APPLICATION(S) AND ANY PRIORITY CLAIMS UNDER 35 U.S.C. 119:

Country (If PCT, indicate PCT)	Application Number	Date Filed	Priority Claimed (Yes/No)

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) or PCT international application(s) designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in that/those prior application(s) in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) which occurred between the filing date of the prior application(s) and the national or PCT international filing date of this application:

PRIOR U.S. APPLICATIONS OR PCT INTERNATIONAL APPLICATIONS DESIGNATING THE U.S. FOR BENEFIT UNDER 35 U.S.C. 120:

U.S. APPLICATIONS		STATUS (check one)		
U.S. APPLICATION NUMBER	U.S. FILING DATE	PATENTED	PENDING	ABANDONED
09/526,700	March 15, 2000		X	
PCT APPLICATIONS DESIGNATING THE U.S.				
PCT APPLICATION NO.	PCT FILING DATE	U.S. SERIAL NUMBERS ASSIGNED (if any)		

POWER OF ATTORNEY:

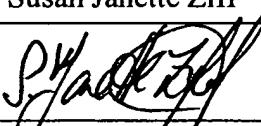
As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) with full power of substitution to act exclusively to prosecute this application and transact all business in the Patent and Trademark Office connected therewith:

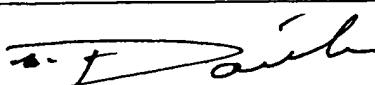
Barry N. Young (Reg. No. 27,744); Timothy W. Lohse (Reg. No. 35,255); Steven R. Sprinkle (Reg. No. 40,825); Terrance A. Meador (Reg. No. 30,298); Ramsey R. Stewart (Reg. No. 38,322); June M. Learn (Reg. No. 31,238); John Oskorep (Reg. No. 41,234); Timothy N. Ellis (Reg. No. 41,734); William G. Goldman (Reg. No. 42,590); Sheila Kirschenbaum (Reg. No. 44,835); Travis L. Dodd (Reg. No. 42,491); Charles D. Gavrilovich, Jr. (Reg. No. 41,031); Gerald W. Maliszewski (Reg. No. 38,054); Hayward A. Verdun (Reg. No. 43,223); Armando Pastrana, Jr. (Reg. No. 44,997); Richard M. Goldman (Reg. No. 25,585); Lisa A. Haile (Reg. No. 38,347); Sal Lim (Reg. No. 45,706); Joseph R. Baker, Jr. (Reg. No. 40,900); Richard J. Imbra (Reg. No. 37,643); Mark L. Berrier (Reg. No. 35,066); Mark M. Takahashi (Reg. No. 38,631); James P. Cleary (Reg. No. 45,843); Karl A. Limbach (Reg. No. 18,689); Gerald T. Sekimura (Reg. No. 30,103); Kyla L. Harriel (Reg. No. 41,816); Eric N. Hoover (Reg. No. 37,355); George C. Limbach (Reg. No. 19,305); Ronald L. Yin (Reg. No. 27,607); Alan A. Limbach (Reg. No. 39,749); Edward B. Weller (Reg. No. 37,468);

All correspondence should be addressed to:

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 Palo Alto, California 94303-3340

All telephone calls should be directed to Timothy W. Lohse, telephone number (650) 833-2000.

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Citizenship:	Britain
Post Office Address:	1425 Hopkins St., N.W., Ste. 401, Washington, D.C. 20036

Inventor's Full Name:	Allan L. Davidson
Inventor's Signature:	
Date	9.12.2001
Residence: (City, State and/or country)	Cable Beach, Nassau, Bahamas
Citizenship:	Canada
Post Office Address:	Chertsey Aptmt. #312, Cable Beach, Nassau, Bahamas